

SIDLEY AUSTIN LLP  
Samuel A. Newman (SBN 217042)  
(sam.newman@sidley.com)  
Julia Philips Roth (SBN 324987)  
(julia.roth@sidley.com)  
555 West Fifth Street  
Los Angeles, CA 90013  
Telephone: 213.896.6000  
Facsimile: 213.896.6600

SIDLEY AUSTIN LLP  
Charles M. Persons (*pro hac vice* pending)  
(cpersons@sidley.com)  
Juliana Hoffman (*pro hac vice* pending)  
(jhoffman@sidley.com)  
Jeri Leigh Miller (*pro hac vice* pending)  
(jeri.miller@sidley.com)  
2021 McKinney Avenue  
Suite 2000  
Dallas, TX 75201  
Telephone: 214.981.3300  
Facsimile: 214.981.3400

*Proposed Attorneys for Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN JOSE DIVISION**

In re:	)	Case Nos.	20-50682
	)		20-50683
WAVE COMPUTING, INC., a Delaware	)		20-50685
corporation,	)		20-50686
	)		20-50689
Debtor.	)		20-50690
	)		20-50692
	)		
Tax I.D. No.: 26-3864264	)	Chapter 11	
	)		
	)		

1 In re:  
2 MIPS TECH, INC., a Delaware corporation,  
3 Debtor.

4  
5 Tax I.D. No.: 82-3278247

6  
7 In re:  
8 HELLOSOFT, INC., a Delaware corporation,  
9 Debtor.

10  
11 Tax I.D. No.: 54-2068640

12  
13 In re:  
14 WAVE COMPUTING (UK) LIMITED, a  
15 United Kingdom private limited company,  
16 Debtor.

17  
18 Tax I.D. No.: None

19  
20 In re:  
21 IMAGINATION TECHNOLOGIES, INC., a  
22 Delaware corporation,  
23 Debtor.

24  
25 Tax I.D. No.: 04-3036967  
26  
27  
28

) Assigned to the Hon. M. Elaine Hammond  
)

) **MOTION OF DEBTORS PURSUANT TO**  
) **FED. R. BANKR. P. 1015(b) FOR ENTRY**  
) **OF ORDER DIRECTING JOINT**  
) **ADMINISTRATION OF CHAPTER 11**  
) **CASES**

) Hearing Scheduled:

) Date: April 28, 2020

) Time: 2:00 p.m. (Pacific Time)

) Place: 280 South 1st St.

) San Jose, CA 95113-3099

1 In re: )  
2 CAUSTIC GRAPHICS, INC., a Delaware )  
corporation, )  
3 Debtor. )  
4 )  
5 )  
6 Tax I.D. No.: 20-8297272 )  
7 )  
8 )

9 In re: )  
10 MIPS TECH, LLC, a Delaware limited liability )  
company, )  
11 Debtor. )  
12 )  
13 )  
14 Tax I.D. No.: 77-0322161 )  
15 )

16 Wave Computing, Inc. (“Wave”), MIPS Tech, Inc., Hellosoft, Inc., Wave Computing (UK)  
17 Limited, Imagination Technologies, Inc., Caustic Graphics, Inc., and MIPS Tech, LLC (“MIPS”), as  
18 debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases  
19 (the “Chapter 11 Cases”) submit this Motion (the “Motion”), pursuant to Rule 1015(b) of the Federal  
20 Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2015-2(e) of the Bankruptcy Local  
21 Rules for the Northern District of California (the “Bankruptcy Local Rules”), for an order  
22 (i) authorizing the joint administration of the Debtors’ Chapter 11 Cases for procedural purposes only;  
23 (ii) authorizing the use of a combined caption, in the form set forth in **Exhibit 1** to the Order (as  
24 defined below); (iii) authorizing the Clerk of Court to maintain a pleadings docket under the case  
25 number assigned to Wave Computing, Inc., which shall be designated as the single pleadings docket  
26 for all pleadings relating to any of the Debtors’ Chapter 11 Cases; (iv) directing entry on the docket  
27 of each of the Debtors’ Chapter 11 Cases a statement to reflect the joint administration of the Chapter  
28 11 Cases; (v) authorizing the Debtors to file the Monthly Operating Reports (as defined herein) on a

1 consolidated basis; and (vi) granting such other and further relief as the Court deems appropriate.

2 A proposed form of order granting the relief requested herein (the “Order”) is attached hereto  
3 as **Exhibit A**.

4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

1  
2 **MEMORANDUM OF POINTS AND AUTHORITIES**

3 **I. JURISDICTION**

4 The United States Bankruptcy Court for the Northern District of California (this “Court”) has  
5 jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring*  
6 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and  
7 Bankruptcy Local Rule 5011-1(a). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue  
is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

8 **II. BACKGROUND**

9 On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief  
10 under the Bankruptcy Code in this Court. The Debtors continue to operate their business and manage  
11 their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy  
12 Code. No party has requested the appointment of a trustee or examiner in these cases, and no statutory  
13 committee has been appointed.

14 Additional information regarding the Debtors’ business, capital structure, and the  
15 circumstances preceding the Petition Date may be found in the *Declaration of Lawrence R. Perkins in*  
16 *Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”),  
17 filed contemporaneously herewith and incorporated herein by reference.<sup>1</sup>

18 **III. RELIEF REQUESTED**

19 By this Motion, the Debtors seek entry of the Order, substantially in the form attached hereto  
20 as **Exhibit A**:

- 21 i. authorizing the joint administration of the Debtors’ Chapter 11 Cases for procedural  
22 purposes only;
- 23 ii. authorizing the use of a combined caption, substantially in the form set forth in  
**Exhibit 1** to the Order;
- 24 iii. authorizing the Clerk of Court to maintain a pleadings docket under the case number  
25 assigned to Wave Computing, Inc., which shall be designated as the single pleadings  
26 docket for all pleadings relating to any of the Debtors’ Chapter 11 Cases;

27  
28 <sup>1</sup> All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such  
terms in the First Day Declaration.

- iv. directing entry on the docket of each of the Debtors' Chapter 11 Cases a statement—substantially similar to the following—to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of: Wave Computing, Inc. (Case No. 20-50682); MIPS Tech, Inc. (Case No. 20-50683); Hellosoft, Inc. (Case No. 20-50685); Wave Computing (UK) Limited (Case No. 20-50686); Imagination Technologies, Inc. (Case No. 20-50689); Caustic Graphics, Inc. (Case No. 20-50690); and MIPS Tech, LLC (Case No. 20-50692), as set forth in the *Motion of Debtors Pursuant to Fed. R. Bankr. P. 1015(b) for Entry of Order Directing Joint Administration of Chapter 11 Cases* filed on the docket in Case No. 20-50682. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-50682.

- v. authorizing the Debtors to file the monthly operating reports required by the *Region 17 United States Trustee Guidelines* dated December 16, 2016 (the “Monthly Operating Reports”), on a consolidated basis; and
- vi. granting such other and further relief as the Court deems appropriate.

#### IV. BASIS FOR RELIEF REQUESTED

Bankruptcy Rule 1015(b) provides that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” The Debtors are “affiliates” as that term is defined in section 101(2) of title 11 of the United States Code (the “Bankruptcy Code”).<sup>2</sup> The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, Bankruptcy Rule 1015(b) authorizes the Court to grant the relief requested in this Motion.

Joint administration of these Chapter 11 Cases will save the Debtors and their estates time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court from entering duplicative orders and maintaining duplicative files and dockets. The Office of the United States Trustee for Region 17 (the “U.S. Trustee”) and other parties in interest will similarly benefit from joint administration of these Chapter 11 Cases, being spared the time and effort of reviewing duplicative dockets, pleadings, and papers.

<sup>2</sup> Section 101(2) of the Bankruptcy Code defines “affiliate” to include an entity in which 20% or more of the outstanding securities of one entity are owned or controlled by the other entity. Here, Wave directly or indirectly owns 100% of the outstanding securities of each of the other Debtors.

1 Joint administration will not adversely affect the rights of parties in interest because this  
2 Motion requests only the administrative consolidation of the estates for procedural purposes, not  
3 substantive consolidation. Accordingly, for example, each creditor will continue to hold its claim  
4 against a particular Debtor's estate after this Motion is approved.

5 Finally, in connection with the joint administration of these Chapter 11 Cases, the Debtors  
6 request authority to file the Monthly Operating Reports required by Bankruptcy Local Rule 2015-2  
7 and the *Region 17 United States Trustee Guidelines* dated December 16, 2016, on a consolidated basis.  
8 B.L.R. 2015-2(e).

9 The Debtors respectfully submit that the relief requested herein is necessary and appropriate,  
10 is in the best interests of their estates and all parties in interest, and should be granted.

11 **V. NOTICE**

12 Notice of this Motion has been provided by email, facsimile, or overnight courier to: (i) the  
13 Office of the U.S. Trustee Region 17 (Attn: Marta E. Villacorta, Esq.); (ii) the holders of the 30 largest  
14 unsecured claims against the Debtors (on a consolidated basis); (iii) counsel for the DIP Agent and  
15 DIP Lender; and (iv) those persons who have formally appeared in these Chapter 11 Cases and  
16 requested service pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors  
17 submit that, in light of the nature of the relief requested, no other or further notice is required.

18 No prior request for the relief sought in this Motion has been made by the Debtors to this or  
19 any other court.

20 **WHEREFORE**, the Debtors respectfully request that the Court enter an order, in substantially  
21 the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further  
22 relief as the Court may deem just and appropriate.

23 Dated: April 27, 2020

24 SIDLEY AUSTIN LLP

25 /s/ Samuel A. Newman  
26 Samuel A. Newman

27 *Proposed Attorneys for Debtors and*  
28 *Debtors-in-Possession*

**EXHIBIT A**  
**PROPOSED ORDER**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28



SIDLEY AUSTIN LLP  
Samuel A. Newman (SBN 217042)  
(sam.newman@sidley.com)  
Julia Philips Roth (SBN 324987)  
(julia.roth@sidley.com)  
555 West Fifth Street  
Los Angeles, CA 90013  
Telephone: 213.896.6000  
Facsimile: 213.896.6600

SIDLEY AUSTIN LLP  
Charles M. Persons (*pro hac vice* pending)  
(cpersons@sidley.com)  
Juliana Hoffman (*pro hac vice* pending)  
(jhoffman@sidley.com)  
Jeri Leigh Miller (*pro hac vice* pending)  
(jeri.miller@sidley.com)  
2021 McKinney Avenue  
Suite 2000  
Dallas, TX 75201  
Telephone: 214.981.3300  
Facsimile: 214.981.3400

*Proposed Attorneys for Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

In re:	)	Case Nos.	20-50682
	)		20-50683
WAVE COMPUTING, INC., a Delaware	)		20-50685
corporation,	)		20-50686
	)		20-50689
Debtor.	)		20-50690
	)		20-50692

Tax I.D. No.: 26-3864264	)	Chapter 11
--------------------------	---	------------

	)	<b>ORDER DIRECTING JOINT</b>
In re:	)	<b>ADMINISTRATION OF CHAPTER 11</b>
	)	<b>CASES</b>

MIPS TECH, INC., a Delaware corporation,	)	<u>Hearing Scheduled:</u>
	)	Date: April 28, 2020
Debtor.	)	Time: 2:00 p.m. (Pacific Time)
	)	Place: 280 South 1st St.
	)	San Jose, CA 95113-3099

Tax I.D. No.: 82-3278247	)
--------------------------	---

1 In re: )  
2 )  
3 HELLOSOFT, INC., a Delaware corporation, )  
4 )  
5 Debtor. )  
6 )  
7 )

8 Tax I.D. No.: 54-2068640 )  
9 )  
10 )

11 In re: )  
12 )  
13 WAVE COMPUTING (UK) LIMITED, a )  
14 United Kingdom private limited company, )  
15 )  
16 Debtor. )  
17 )  
18 )

19 Tax I.D. No.: None )  
20 )  
21 )

22 In re: )  
23 )  
24 IMAGINATION TECHNOLOGIES, INC., a )  
25 Delaware corporation, )  
26 )  
27 Debtor. )  
28 )  
29 )

30 Tax I.D. No.: 04-3036967 )  
31 )  
32 )

33 In re: )  
34 )  
35 CAUSTIC GRAPHICS, INC., a Delaware )  
36 corporation, )  
37 )  
38 Debtor. )  
39 )  
40 )

41 Tax I.D. No.: 20-8297272 )  
42 )  
43 )  
44 )  
45 )

1 In re: )  
2 MIPS TECH, LLC, a Delaware limited liability )  
company, )  
3 Debtor. )  
4 )  
5 )  
6 Tax I.D. No.: 77-0322161 )  
7 \_\_\_\_\_ )

8 Upon the motion (the “Motion”), dated April 27, 2020 of Wave Computing, Inc. (“Wave”)  
9 and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the  
10 above-captioned chapter 11 cases (the “Chapter 11 Cases”), pursuant to Bankruptcy Rule 1015(b)  
11 and Bankruptcy Local Rule 2015-2(e), for an order directing joint administration of their Chapter 11  
12 Cases, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration;  
13 and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Order*  
14 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and  
15 Bankruptcy Local Rule 5011-1(a); and this matter being a core proceeding within the meaning of 28  
16 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the  
17 United States Constitution; and venue of this proceeding and the Motion being proper before this  
18 Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that  
19 notice of the Motion as provided to the Notice Parties is reasonable and sufficient under the  
20 circumstances, and no other or further notice need be provided; and the relief requested in the  
21 Motion being in the best interests of the Debtors’ estates, their creditors and other parties in interest;  
22 and the Court having determined that the legal and factual bases set forth in the Motion establish just  
23 cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

24 **IT IS HEREBY ORDERED THAT:**

- 25 1. The Motion is granted as provided herein.
- 26 2. The above-captioned Chapter 11 Cases are consolidated for procedural purposes only  
27 and shall be jointly administered by the Court under Case No. 20-50682 pursuant to Bankruptcy  
28 Rule 1015(b).

3. All pleadings filed in the Debtors' Chapter 11 Cases shall use a combined caption (including a footnote setting forth the Debtor entities) in substantially the form attached hereto as **Exhibit 1.**

4. The Clerk of the Court shall maintain a pleadings docket under the case number assigned to Wave, which shall be designated as the single pleadings docket for all pleadings with respect to all of the Debtors' Chapter 11 Cases.

5. A docket entry shall be made in each of the above-captioned Chapter 11 Cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of: Wave Computing, Inc. (Case No. 20-50682); MIPS Tech, Inc. (Case No. 20-50683); Hellosoft, Inc. (Case No. 20-50685); Wave Computing (UK) Limited (Case No. 20-50686); Imagination Technologies, Inc. (Case No. 20-50689); Caustic Graphics, Inc. (Case No. 20-50690); and MIPS Tech, LLC (Case No. 20-50692), as set forth in the *Motion of Debtors Pursuant to Fed. R. Bankr. P. 1015(b) for Entry of Order Directing Joint Administration of Chapter 11 Cases* filed on the docket in Case No. 20-50682. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-50682.

6. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned Chapter 11 Cases.

7. The Debtors may file their Monthly Operating Reports required by Bankruptcy Local Rule 2015-2 and the *Region 17 United States Trustee Guidelines* dated December 16, 2016, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (e.g., receipts, disbursements, etc.) on a debtor-by-debtor basis in each Monthly Operating Report.

8. The Debtors are authorized to take all steps necessary or appropriate to carry out the relief granted in this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

\*\* END OF ORDER \*\*

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT 1**  
**PROPOSED CAPTION**

In re: ) Case No. 20-50682 (MEH)  
 )  
WAVE COMPUTING, INC., *et al.*, ) Chapter 11 (Jointly Administered)  
 )  
Debtors.<sup>1</sup> ) Assigned to the Hon. M. Elaine Hammond  
 )  
 )  
 )  
 )  
 )  
 )

DEBTORS' JOINT ADMINISTRATION MOTION  
EXHIBIT 1